

**THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN  
 FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE OF  
 ONE HUNDRED SIXTY-FIRST OMNIBUS OBJECTION TO CLAIMS  
 SHOULD REVIEW THE OMNIBUS OBJECTION TO SEE IF THEIR  
 NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS  
 OBJECTION AND/OR IN THE EXHIBIT ATTACHED THERETO TO  
 DETERMINE WHETHER THIS OBJECTION AFFECTS THEIR  
 CLAIM(S).**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT  
 DEBTORS' COUNSEL, ERIN ECKOLS, AT 214-746-7700.**

WEIL, GOTSHAL & MANGES LLP  
 767 Fifth Avenue  
 New York, New York 10153  
 Telephone: (212) 310-8000  
 Facsimile: (212) 310-8007  
 Robert J. Lemons

Attorneys for Debtors  
 and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
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**NOTICE OF HEARING ON DEBTORS' ONE HUNDRED SIXTY-FIRST  
 OMNIBUS OBJECTION TO CLAIMS (SETTLED DERIVATIVES CLAIMS)**

**PLEASE TAKE NOTICE** that on July 11, 2011, Lehman Brothers Holdings Inc.  
 and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in  
 possession (collectively, the "Debtors"), filed their one hundred sixty-first omnibus objection to  
 claims (the "Debtors' One Hundred Sixty-First Omnibus Objection to Claims"), and that a

hearing (the “Hearing”) to consider the Debtors’ One Hundred Sixty-First Omnibus Objection to Claims will be held before the Honorable James M. Peck, United States Bankruptcy Judge, in Courtroom 601 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **August 25, 2011 at 10:00 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

**PLEASE TAKE FURTHER NOTICE** that any responses to the Debtors’ One Hundred Sixty-First Omnibus Objection to Claims must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court’s filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and served in accordance with General Order M-399, and on (i) the chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert J. Lemons, Esq. and Mark Bernstein, Esq.); (iii) the Office of the United States Trustee for Region 2, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq., Elisabetta Gasparini, Esq., and Andrea B. Schwartz, Esq.); and (iv) attorneys for the official committee of unsecured creditors appointed in these cases, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq., Dennis O’Donnell, Esq., and

Evan Fleck, Esq.); so as to be so filed and received by no later than **August 10, 2011 at 4:00 p.m. (Eastern Time)** (the “Response Deadline”).

**PLEASE TAKE FURTHER NOTICE** that if no responses are timely filed and served with respect to the Debtors’ One Hundred Sixty-First Omnibus Objection to Claims or any claim set forth thereon, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Debtors’ One Hundred Sixty-First Omnibus Objection to Claims, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: July 11, 2011  
New York, New York

/s/ Robert J. Lemons  
Robert J. Lemons

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
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Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11 Case No.  
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LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)  
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Debtors. : (Jointly Administered)  
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**DEBTORS' ONE HUNDRED SIXTY-FIRST OMNIBUS  
OBJECTION TO CLAIMS (SETTLED DERIVATIVES CLAIMS)**

**THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE  
CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING  
THIS ONE HUNDRED SIXTY-FIRST OMNIBUS OBJECTION TO  
CLAIMS SHOULD REVIEW THE OMNIBUS OBJECTION TO SEE  
IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE  
OMNIBUS OBJECTION AND/OR IN THE EXHIBIT ATTACHED  
THERE TO TO DETERMINE WHETHER THIS OBJECTION  
AFFECTS THEIR CLAIM(S).**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT  
DEBTORS' COUNSEL, ERIN ECKOLS, AT 214-746-7700.**

TO THE HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE:

Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors, in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), respectfully represent as follows:

**Relief Requested**

1. The Debtors file this one hundred sixty-first omnibus objection to claims (the “One Hundred Sixty-First Omnibus Objection to Claims”), pursuant to section 502(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the “Procedures Order”) [Docket No. 6664], seeking to disallow and expunge the claims listed on Exhibit A annexed hereto.

2. The Debtors have examined the proofs of claim identified on Exhibit A and have determined that the proofs of claim listed on Exhibit A (collectively, the “Settled Derivatives Claims”) should be disallowed and expunged, to the extent set forth therein, as contrary to the settlements that the parties have entered into. Pursuant to this Court’s order approving procedures for the settlement or assumption and assignment of prepetition derivatives contracts (the “December Order”) [Docket No. 2257], claimants and the Debtors have negotiated settlements of disputes related to derivatives claims. These settlements provide for resolution of the derivatives claims with a payment to the Debtors, with no amounts being due between the parties, or with the counterparty being granted a single allowed derivatives claim against one or more Debtor counterparties for

a release of all other derivatives claims the claimant has asserted related thereto. The settlements are reflected in executed termination agreements among the relevant parties or have been agreed to by the relevant parties in other writings. The proofs of claim being objected to are not consistent with such settlements as they seek to recover amounts based on prepetition derivatives contracts for which the applicable Debtor does not have liability. The Debtors, therefore, request that the Court disallow and expunge the Settled Derivatives Claims.<sup>1</sup>

### **Jurisdiction**

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

### **Background**

4. Commencing on September 15, 2008, and periodically thereafter, LBHI and certain of its subsidiaries commenced with this Court voluntary cases under title 11 of the Bankruptcy Code. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On September 17, 2008, the United States Trustee for Region 2 (the "U.S. Trustee") appointed the statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the "Creditors' Committee").

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<sup>1</sup> As set forth on Exhibit A, the Debtors are only seeking to partially disallow and expunge claim 13725 in accordance with the terms of the parties' settlement, with the unresolved portion remaining active on the claims register subject to the Debtors' right to object in the future.

6. On December 16, 2008, the Court entered the December Order, which approved and established specific procedures by which the Debtors could settle claims arising from the termination of prepetition derivatives contracts.

7. On January 19, 2009, the U.S. Trustee appointed Anton R. Valukas as Examiner in the above-captioned chapter 11 cases (the “Examiner”) and by order, dated January 20, 2009 [Docket No. 2583], the Court approved the U.S. Trustee’s appointment of the Examiner. The Examiner has filed his report pursuant to section 1106(b) of the Bankruptcy Code [Docket No. 7531].

8. On January 14, 2010, the Court entered the Procedures Order, which authorizes the Debtors, among other things, to file omnibus objections to no more than 500 claims at a time, on various grounds, including those set forth in Bankruptcy Rule 3007(d) and those additional grounds set forth in the Procedures Order.

**The Settled Derivatives Claims Should Be Disallowed and Expunged**

9. In their review of the claims filed on the claims register in these cases, the Debtors have identified the claims on Exhibit A as being claims for which the Debtors specifically negotiated a settlement with the claimants for a payment to the Debtors, for zero dollars, or for a single recovery against one or more Debtors in exchange for a release of all other related derivatives claims. The Settled Derivatives Claims are not consistent with the settlements.

10. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. *See In re Oneida Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009);

*In re Adelphia Commc'ns Corp.*, Ch. 11 Case No. 02-41729 (REG), 2007 Bankr. LEXIS 660 at \*15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

11. Pursuant to the December Order, the Debtors engaged in negotiations with certain claimants that had filed proofs of claim against the Debtors asserting obligations based on prepetition derivatives contracts. The Debtors and these claimants negotiated and agreed that these derivatives claims would be resolved by (i) no amounts being due between the parties, (ii) the claimants making a payment to the Debtors, or (iii) the claimant having a single allowed claim against one or more Debtor counterparties in exchange for a release of all other derivatives claims that it has asserted related thereto. The agreements are reflected in an executed termination agreement or other writing. In order to properly reflect the Debtors' and claimants' agreements, the Debtors request that the Court disallow and expunge the Settled Derivatives Claims listed on Exhibit A to the extent set forth therein.

#### **Notice**

12. No trustee has been appointed in these chapter 11 cases. The Debtors have served notice of this One Hundred Sixty-First Omnibus Objection to Claims on (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) each claimant listed on Exhibit A; and (vii) all other parties entitled to notice in accordance with the procedures set forth in the second amended order entered on June 17, 2010, governing case



management and administrative procedures for these cases [Docket No. 9635]. The Debtors submit that no other or further notice need be provided.

13. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: July 11, 2011  
New York, New York

/s/ Robert J. Lemons

Robert J. Lemons

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

# EXHIBIT A

## IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)

## OMNIBUS OBJECTION 161: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
1	AIRCRAFT FINANCE TRUST ATTN: ROBERT PERKINS 1100 NORTH MARKET STREET FIRST FLOOR PLAZA - DROP CODE 1605 WILMINGTON, DE 19890	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	23551	\$386,713.19*	Settled Derivatives Claim
2	AIRCRAFT FINANCE TRUST ATTN: ROBERT PERKINS 1100 NORTH MARKET STREET FIRST FLOOR PLAZA - DROP CODE 1605 WILMINGTON, DE 19890	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	23552	\$386,713.19*	Settled Derivatives Claim
3	AUSTRALIA & NEW ZEALAND BANKING GROUP LIMITED ATTN: ALEX GOGARTY 100 QUEEN STREET MELBOURNE, VIC 3000 AUSTRALIA	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/22/2009	29532	\$33,496,057.55	Settled Derivatives Claim
4	AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED ATTN: ALEX FOGARTY 100 QUEEN STREET MELBOURNE VIC 3000, AUSTRALIA	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/22/2009	30047	\$33,496,057.55*	Settled Derivatives Claim
5	DANTE FINANCE PUBLIC LIMITED COMPANY SERIES 2002-01 C/O THE BANK OF NEW YORK MELLON-LONDON BRANCH ATTN: SANAJAY JOBANPUTRA, VP, GLOBAL CORPORATE TRUST ONE CANADA SQUARE LONDON, E14 5AL UNITED KINGDOM	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/22/2009	29737	\$17,434,282.79	Settled Derivatives Claim

\* - Indicates claim contains unliquidated and/or undetermined amounts

## IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)

## OMNIBUS OBJECTION 161: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
6	DEUTSCHE BANK TRUST COMPANY AMERICAS AS SECURITY TRUSTEE OF AIRCRAFT FINANCE TRUST C/O RICHARD C. PEDONE, AMANDA D. DARWIN NIXON PEABODY LLP 100 SUMMER STREET BOSTON, MA 02110	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/18/2009	18535	Undetermined	Settled Derivatives Claim
7	DEUTSCHE BANK TRUST COMPANY AMERICAS AS SECURITY TRUSTEE OF AIRCRAFT FINANCE TRUST C/O RICHARD C. PEDONE, AMANDA D. DARWIN NIXON PEABODY LLP 100 SUMMER STREET BOSTON, MA 02110	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/18/2009	18536	\$78,755.19*	Settled Derivatives Claim
8	FRANK RUSSELL US BOND FUND C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT W-1488 385 E. COLORADO BLVD. PASADENA, CA 91101	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	21099	\$126,313.52	Settled Derivatives Claim
9	GRANITE FINANCE LIMITED HSBC HOUSE ATTN: THE DIRECTORS 68 WEST BAY ROAD GEORGETOWN, GRAND CAYMAN, KY1-1102 CAYMAN ISLANDS	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/22/2009	27827	Undetermined	Settled Derivatives Claim

\* - Indicates claim contains unliquidated and/or undetermined amounts

## IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)

## OMNIBUS OBJECTION 161: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
10	GRANITE FINANCE LIMITED HSBC HOUSE ATTN: THE DIRECTORS 68 WEST BAY ROAD GEORGETOWN, GRAND CAYMAN, KY1-1102 CAYMAN ISLANDS	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/22/2009	27829	Undetermined	Settled Derivatives Claim
11	JEANES HOSPITAL MARC FELLER DILWORTH PAXSON, LLP 1500 MARKET ST. SUITE 3500E PHILADELPHIA, PA 19102	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/16/2009	14362	\$1,774,661.20	Settled Derivatives Claim
12	JEANES HOSPITAL MARC FELLER DILWORTH PAXSON, LLP 1500 MARKET ST. SUITE 3500E PHILADELPHIA, PA 19102	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/16/2009	14363	\$1,774,661.20	Settled Derivatives Claim
13	JEWISH BOARD OF FAMILY AND CHILDREN'S SERVICES 135 W 50TH ST FL 6 NEW YORK, NY 10020-1201	08-13555 (JMP)	Lehman Brothers Holdings Inc.	08/13/2009	8154	\$1,688,434.00*	Settled Derivatives Claim
14	JEWISH BOARD OF FAMILY AND CHILDREN'S SERVICES, INC. 120 WEST 57TH STREET NEW YORK, NY 10019	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	08/13/2009	8155	\$1,688,434.00*	Settled Derivatives Claim

## IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)

## OMNIBUS OBJECTION 161: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
15	PENSION BENEFIT GUARANTY CORPORATION ATTN: TERENCE DUNN C/O PRUDENTIAL INVESTMENT MANAGEMENT, INC. PO BOX 32339 GATEWAY CENTER 2, 3RD FLOOR NEWARK, NJ 07102	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/18/2009	16861	\$479,345.92*	Settled Derivatives Claim
16	PENSION BENEFIT GUARANTY CORPORATION ATTN: TERENCE DUNN C/O PRUDENTIAL INVESTMENT MANAGEMENT, INC. PO BOX 32339 GATEWAY CENTER 2, 3RD FLOOR NEWARK, NJ 07102	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/18/2009	16862	\$479,345.92*	Settled Derivatives Claim
17	PETRACA FINANCE PUBLIC LIMITED COMPANY SERIES 2002-01 C/O THE BANK OF NEW YORK MELLON-LONDON BRANCH ATTN: SANJAY JOBANPUTRA, VP, GLOBAL CORPORATE TRUST ONE CANADA SQUARE LONDON, E14 5AL UNITED KINGDOM	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	10/16/2009	40713	\$17,478,145.49	Settled Derivatives Claim

\* - Indicates claim contains unliquidated and/or undetermined amounts

## IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)

## OMNIBUS OBJECTION 161: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
18	STATE OF INDIANA (MAJOR MOVES CONSTRUCTION FUND) C/O RICHARD MOURDOCK, TREASURER OF THE STATE OF INDIANA 200 WEST WASHINGTON STREET, SUITE 242 INDIANAPOLIS, IN 46204-2792	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/16/2009	13725 <sup>1</sup>	\$5,972,733.04*	Settled Derivatives Claim
19	TEMPLE PHYSICIANS, INC. MARC FELLER DILWORTH PAXSON, LLP 1500 MARKET ST., SUITE 350E PHILADELPHIA, PA 19102	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/16/2009	14366	\$1,774,661.20	Settled Derivatives Claim
20	TEMPLE UNIVERSITY HOSPITAL MARC FELLER DILWORTH PAXSON, LLP 1500 MARKET ST., SUITE 350E PHILADELPHIA, PA 19102	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/16/2009	14368	\$1,774,661.20	Settled Derivatives Claim

<sup>1</sup> Claim 13725 is being expunged solely with respect to its asserted claim totaling \$4,851,783.04 for foreign currency exchange transactions with Lehman Brothers Special Financing, Inc. The portion of Claim 13725 that is asserting a claim totaling \$1,120,950 for securities with ISIN No. CH0026985082 is not being expunged pursuant to this Objection, is not affected by this Objection, and shall remain active on the claims register, subject to the Debtors' right to object to that portion of Claim 13725 in the future.

## IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)

## OMNIBUS OBJECTION 161: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
21	WELLS FARGO BANK, NATIONAL ASSOCIATION, NOT INDIVIDUALLY BUT SOLELY IN CAPACITY AS TRUSTEE OF THE STRUCTURED ADJUSTABLE RATE MORTGAGE LOAN TRUST, SERIES 2008-6 C/O MARY SOHLBERG MAC N9311-161 MINNEAPOLIS, MN 55479	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	24771	\$79,891.93	Settled Derivatives Claim
TOTAL						\$120,369,868.08	



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re** : **Chapter 11 Case No.**  
 :  
**LEHMAN BROTHERS HOLDINGS INC., et al.,** : **08-13555 (JMP)**  
 :  
 :  
**Debtors.** : **(Jointly Administered)**  
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**ORDER GRANTING DEBTORS' ONE HUNDRED SIXTY-FIRST  
OMNIBUS OBJECTION TO CLAIMS (SETTLED DERIVATIVES CLAIMS)**

Upon the one hundred sixty-first omnibus objection to claims, dated July 11, 2011 (the "One Hundred Sixty-First Omnibus Objection to Claims"),<sup>1</sup> of Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), pursuant to section 502(b) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and this Court's order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 6664], seeking disallowance and expungement of the Settled Derivatives Claims on the grounds that the Debtors and claimants have agreed that the Settled Derivatives Claims seek recovery of monies for which the applicable Debtors are not liable, all as more fully described in the One Hundred Sixty-First Omnibus Objection to Claims; and due and proper notice of the One Hundred Sixty-First Omnibus Objection to Claims having been provided to (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) each claimant listed on Exhibit A attached to

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<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Debtors' One Hundred Sixty-First Omnibus Objection to Claims.

the One Hundred Sixty-First Omnibus Objection to Claims; and (vii) all other parties entitled to notice in accordance with the procedures set forth in the second amended order entered on June 17, 2010, governing case management and administrative procedures for these cases [Docket No. 9635]; and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the One Hundred Sixty-First Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the One Hundred Sixty-First Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the relief requested in the One Hundred Sixty-First Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the Settled Derivatives Claims listed on Exhibit 1 annexed hereto are disallowed and expunged with prejudice to the extent set forth therein; and it is further

ORDERED that this Order supersedes all previous orders regarding the disposition of the Settled Derivatives Claims listed on Exhibit 1 annexed hereto; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object and defend on any basis are expressly reserved with respect to, any claim listed on Exhibit A annexed to the One Hundred Sixty-First Omnibus Objection to Claims that does not appear on Exhibit 1 annexed hereto; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine  
all matters arising from or related to this Order.

Dated: \_\_\_\_\_, 2011  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE